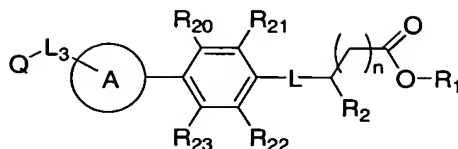


What is claimed is:

1. A compound of the formula:



5 or a pharmaceutically acceptable salt thereof, wherein
n is 0, 1, 2, 3, or 4;

R₁ is H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, or C₃-C₆ alkenyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-
C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-
10 C(O)N(C₁-C₄)alkyl(C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄)
alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-
heterocycloalkyl, wherein the heterocycloalkyl group is
optionally fused to a phenyl ring and wherein the
heterocycloalkyl portion, the phenyl portion, or both are
15 optionally substituted with a total of 1, 2, 3, or 4 groups
that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy,
-SO₂-(C₁-C₄) alkyl, haloalkyl, or haloalkoxy;
wherein b is 0, 1, or 2;

R₂₀, R₂₁, R₂₂, and R₂₃ are independently H, arylalkoxy, arylalkyl,
20 halogen, alkyl, haloalkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-
C₆)alkyl, N(C₁-C₆ alkyl)(C₁-C₆ alkyl), NH-aryl, NHC(O)-(C₁-C₄
alkyl)-aryl, N(C₁-C₄ alkyl)C(O)-(C₁-C₄)alkyl-aryl, N(C₁-
C₄)alkyl-aryl, -NHSO₂-aryl, or -N(C₁-C₄alkyl)SO₂aryl, wherein
each of the above aryl groups are optionally substituted
25 with 1, 2, 3, or 4 groups that are independently C₁-C₆
alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl,
haloalkoxy;

L is -SO₂NH-, -SO₂N(C₁-C₄) alkyl-, -NHSO₂-, -N(C₁-C₄alkyl)SO₂-, O,
-C(O)NH-, -C(O)N(C₁-C₄)alkyl-, -SO₂-, -C(O)-(C₁-C₄) alkyl-,
30 -(C₁-C₄) alkyl-C(O)-, -NH-, -(C₁-C₆ alkyl)-O-N=, or -N(C₁-C₄
alkyl)-, wherein the alkyl group is optionally substituted
with phenyl, wherein the phenyl is optionally substituted

with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, haloalkyl, or haloalkoxy;

L₃ is a bond, absent, -(C₁-C₄)alkyl-O-, -O-(C₁-C₄)alkyl, -(C₁-C₄)alkyl-, -C(O)-, -C(O)NH-, or -NHC(O)-;

the A-ring is aryl selected from the group consisting of phenyl, naphthyl and fluorenyl, or heteroaryl, each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl;

Q is H, aryl, heteroaryl, -heteroaryl-alkyl, -aryl-heteroaryl, aryl-C(O)-aryl, aryl-(C₁-C₄ alkyl)-aryl, heteroaryl-(C₁-C₄ alkyl)-aryl, -heteroaryl-aryl, wherein the aryl group is a phenyl, naphthyl, or fluorenyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxycarbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, aryl(C₁-C₆)alkyl, alkanoyl, arylalkanoyl, alkoxycarbonyl, arylalkoxycarbonyl, heteroarylcarbonyl, heteroaryl, heterocycloalkylcarbonyl, -C(O)NH₂, -C(O)NH(C₁-C₆)alkyl, -C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or -SO₂-aryl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, haloalkyl or haloalkoxy.

2. A compound according to claim 1, wherein

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-C(O)NH(C₁-C₄)alkyl, -(C₁-C₄) alkyl-C(O)N(C₁-C₄)alkyl(C₁-C₄)alkyl, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, (C₁-C₄) hydroxyalkyl, -(C₁-C₄) alkyl-phthalimidyl,

-(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl,
 -(C₁-C₄) alkyl-morpholinyl, wherein the phthalimidyl,
 piperidinyl, pyrrolidinyl, or morpholinyl groups are
 optionally fused to a phenyl ring and wherein said
 5 phthalimidyl, piperidinyl, pyrrolidinyl, or morpholinyl
 groups are, the phenyl portion, or both are optionally
 substituted with a total of 1, 2, 3, or 4 groups that are
 independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-
 C₄) alkyl (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy;
 10 wherein b is 0, 1, or 2;
 and
 Q is H, pyrido[1,2-a]indolyl, indolyl, isoindolyl, indolizinyll,
 imidazo[1,2-a]pyridine, -phenyl-C(O)-phenyl, -phenyl-(C₁-C₄)
 alkyl-phenyl, -pyridyl-phenyl, fluorenyl, -fluorenyl-
 15 pyridyl, -fluorenyl-phenyl, -benzofuranyl-(C₁-C₄) alkyl-
 phenyl, -benzimidazolyl-(C₁-C₄) alkyl-phenyl, benzoxazolyl-
 (C₁-C₄) alkyl-phenyl, indolizinyll, benzofuranyl, -indolyl-
 (C₁-C₄)alkyl-phenyl, -phenyl-benzoxazolyl, benzo[b]thienyl,
 dibenzo[b,d]furan, phenyl, or dibenzothienyl, each of which
 20 is optionally substituted with 1, 2, 3, or 4 groups that
 are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆
 alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl;
 wherein
 R₆ and R₇ are independently H, C₁-C₆ alkyl, aryl(C₁-C₆)alkyl,
 25 alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl,
 phenyl(C₁-C₄)alkoxy, carbonyl, pyridyl, carbonyl, pyridyl,
 piperidinyl, pyrrolidinyl, carbonyl, -C(O)NH₂,
 -C(O)NH(C₁-C₆)alkyl, -C(O)N(C₁-C₆)alkyl(C₁-C₆)alkyl, or
 -SO₂-phenyl, wherein the cyclic groups are optionally
 30 substituted with 1, 2, 3, or 4 groups that are
 independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂,
 OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃
 or OCF₃.

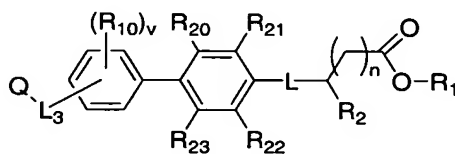
35 3. A compound according to claim 2, wherein

the A-ring is selected from phenyl, naphthyl, pyridyl, thiazolyl, benzofuranyl, dibenzofuranyl, pyrrolyl, furanyl, isoindolyl, or indolyl each of which is optionally substituted with 1, 2, or 3 groups that are independently, halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl; and

R₂₀, R₂₁, R₂₂, and R₂₃ are independently H, phenylalkoxy, phenylalkyl, halogen, alkyl, CF₃, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, NH-phenyl, NHC(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄ alkyl)C(O)-(C₁-C₄) alkyl-phenyl, N(C₁-C₄)alkyl-phenyl, -NHSO₂-phenyl, or -N(C₁-C₄alkyl)SO₂phenyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy.

4. A compound according to claim 3, wherein L is -SO₂NH-, -SO₂N(C₁-C₄) alkyl-, -NHSO₂, O, -C(O)NH-, -C(O)N(C₁-C₄)alkyl-, -SO₂-, -C(O)-(C₁-C₄) alkyl-, -(C₁-C₄) alkyl-C(O)-, -NH-, -N(C₁-C₄) alkyl-, wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy.

5. A compound according to claim 4, of the formula



wherein
R₁ is H or C₁-C₆ alkyl;

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-S(O)_v-(C₁-C₄) alkyl, or (C₁-C₄) hydroxyalkyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are
 5 independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy;
 v is 0, 1, 2, 3, or 4;
 R₁₀ at each occurrence is independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, C₁-C₄ haloalkyl, C₁-C₄ haloalkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆)alkyl(C₁-C₆)alkyl; and
 10 L₃ is a bond, absent, -O-(C₁-C₄)alkyl, -(C₁-C₄) alkyl-, or -C(O)-.

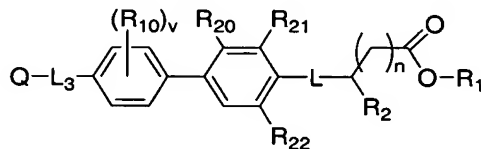
6. A compound according to claim 5, wherein
 Q is H, pyrido[1,2-a]indolyl, indolyl, imidazo[1,2-a]pyridine,
 15 -phenyl-C(O)-phenyl, -phenyl-(C₁-C₄) alkyl-phenyl, fluorenyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indolizinyll, benzofuranyl, -indolyl-(C₁-C₄)alkyl-phenyl, -phenyl-benzoxazolyl, benzo[b]thienyl, dibenzo[b,d]furan, phenyl, or dibenzothienyl, each of which is optionally substituted
 20 with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxycarbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein
 R₆ and R₇ are independently H, C₁-C₆ alkyl, aryl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxycarbonyl,
 25 phenyl(C₁-C₄)alkoxycarbonyl, pyridylcarbonyl, pyridyl, pyrrolidinylcarbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.
 30

7. A compound according to claim 6, wherein
 R₂ is phenyl, phenyl(C₁-C₄) alkyl, or (C₁-C₆)alkyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4

groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃; and
 R₂₀, R₂₁, R₂₂, and R₂₃ are independently selected from H, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆alkyl)(C₁-C₆alkyl).

8. A compound according to claim 7, wherein
 L₃ is a bond, -O-(C₁-C₄)alkyl, -(C₁-C₄) alkyl-, or -C(O)-;
 Q is indolyl, -phenyl-C(O)-phenyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indoliziny, benzofuranyl, -indolyl-(C₁-C₄)alkyl-phenyl, benzo[b]thienyl, dibenzo[b,d]furan, phenyl, or dibenzothienyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein
 R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl, pyridyl, carbonyl, pyridyl, pyrrolidinyl, carbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

9. A compound according to claim 8 of the formula:



10. A compound according to claim 9, wherein
 L is -SO₂NH-, -SO₂N(C₁-C₄ alkyl)-, or -SO₂- wherein the alkyl group is optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are

independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂,
C₁-C₄ haloalkyl, or C₁-C₄ haloalkoxy.

11. A compound according to claim 10, wherein

5 R₁ is H;

R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen; and

R₂ is phenyl, benzyl, or (C₁-C₆)alkyl, wherein each phenyl group
is optionally substituted with 1, 2, 3, or 4 groups that
are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or
10 -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃.

12. A compound according to claim 11, wherein

L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;

Q is -benzofuranyl-(C₁-C₄) alkyl-phenyl, indolizinyll,
15 benzofuranyl, dibenzo[b,d]furan, or dibenzothienyl, each of
which is optionally substituted with 1, 2, 3, or 4 groups
that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-
C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl;
wherein

20 R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-
C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl,
alkoxycarbonyl, pyridylcarbonyl, pyridyl,
pyrrolidinylcarbonyl, or -SO₂-phenyl, wherein the
cyclic groups are optionally substituted with 1, 2, 3,
25 or 4 groups that are independently halogen, C₁-C₄
alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-
C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

13. A compound according to claim 9, wherein

30 L is -O-.

14. A compound according to claim 13, wherein

R₁ is H;

R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen; and

R₂ is phenyl, phenyl(C₁-C₄)alkyl, or (C₁-C₆)alkyl, wherein each phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃.

5

15. A compound according to claim 14, wherein
 L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;
 Q is indolyl, -phenyl-C(O)-phenyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indoliziny, benzofuranyl, or -indolyl-(C₁-C₄)alkyl-phenyl, each of which is optionally substituted with 1, 2,
 10 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein
 R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-
 15 C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl, pyridyl, carbonyl, pyrrolidinyl, carbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy,
 20 NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

16. A compound according to claim 9, wherein
 L is - C(O)NH-, -C(O)N(C₁-C₄)alkyl-, -C(O)-(C₁-C₄) alkyl-, -NH-,
 25 or -N(C₁-C₄) alkyl-, wherein the alkyl groups are optionally substituted with phenyl, which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, OH, NO₂, C₁-C₂ haloalkyl, or C₁-C₂ haloalkoxy.

30

17. A compound according to claim 14, wherein
 L is - C(O)NH-, or -C(O)N(C₁-C₄)alkyl-;
 R₁ is H;
 R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen.

35

18. A compound according to claim 17

R₂ is phenyl, phenyl(C₁-C₄)alkyl, or (C₁-C₆)alkyl, wherein each phenyl group is optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, or -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃.

19. A compound according to claim 18, wherein

L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;

Q is indolyl, -phenyl-C(O)-phenyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indolizinyll, benzofuranyl, or -indolyl-(C₁-C₄)alkyl-phenyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆ alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl, pyridyl, carbonyl, pyrrolidinyl, carbonyl, or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

20. A compound according to claim 5, wherein

L is -NH-, or -N(C₁-C₄) alkyl-.

21. A compound according to claim 20, wherein

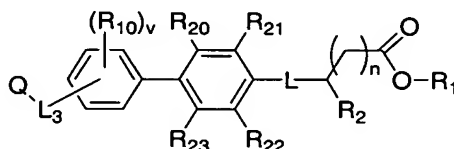
R₁ is H;

R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen; and

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-C(O)NH₂, -(C₁-C₄) alkyl-S(O)_b-(C₁-C₄) alkyl, or (C₁-C₄) hydroxyalkyl, wherein the phenyl groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, -SO₂-(C₁-C₄) alkyl, CF₃ or OCF₃.

22. A compound according to claim 21, wherein
 L_3 is a bond, $-O-(C_1-C_4)\text{alkyl}$, or $-(C_1-C_4)\text{ alkyl}-$;
 Q is indolyl, $-\text{phenyl}-C(O)-\text{phenyl}$, $-\text{benzofuranyl}-(C_1-C_4)\text{ alkyl}-$
 5 phenyl , indoliziny, benzofuranyl, or $-\text{indolyl}-(C_1-C_4)\text{alkyl}-$
 phenyl , each of which is optionally substituted with 1, 2,
 3, or 4 groups that are independently $C_1-C_6\text{ alkyl}$, C_1-C_4
 alkoxycarbonyl , $C_1-C_6\text{ alkoxy}$, halogen, haloalkyl,
 haloalkoxy, NR_6R_7 , or phenyl; wherein
 10 R_6 and R_7 are independently H , $C_1-C_6\text{ alkyl}$, $\text{phenyl}(C_1-$
 $C_6)\text{alkyl}$, alkanoyl , $\text{phenyl}(C_1-C_4)\text{alkanoyl}$,
 alkoxycarbonyl , pyridylcarbonyl , $\text{pyrrolidinylcarbonyl}$,
 or $-\text{SO}_2-\text{phenyl}$, wherein the cyclic groups are
 optionally substituted with 1, 2, 3, or 4 groups that
 15 are independently halogen, $C_1-C_4\text{ alkyl}$, $C_1-C_4\text{ alkoxy}$,
 NO_2 , OH , NH_2 , $\text{NH}(C_1-C_6)\text{alkyl}$, $\text{N}(C_1-C_6)\text{alkyl}(C_1-C_6)\text{alkyl}$,
 CF_3 or OCF_3 .

23. A compound according to claim 2, of the formula:



- 20 wherein
 v is 0, 1, 2, 3, or 4;
 R_{10} at each occurrence is independently halogen, $C_1-C_4\text{ alkyl}$, C_1-
 $C_4\text{ alkoxy}$, $C_1-C_4\text{ haloalkyl}$, $C_1-C_4\text{ haloalkoxy}$, NO_2 , NH_2 , $\text{NH}(C_1-$
 25 $C_6)\text{alkyl}$, or $\text{N}(C_1-C_6)\text{alkyl}(C_1-C_6)\text{alkyl}$; and
 L is $-C(O)-(C_1-C_4)\text{ alkyl}-$, $-(C_1-C_4)\text{ alkyl}-C(O)-$, wherein the
 alkyl groups are optionally substituted with phenyl, which
 is optionally substituted with 1, 2, 3, or 4 groups that
 are independently $C_1-C_6\text{ alkyl}$, $C_1-C_6\text{ alkoxy}$, halogen, OH ,
 30 NO_2 , $C_1-C_4\text{ haloalkyl}$, or $C_1-C_4\text{ haloalkoxy}$.

24. A compound according to claim 23, wherein

R₁ is H;

R₂₀, R₂₂, and R₂₃ are independently selected from H, halogen, alkyl, OH, alkoxy, NO₂, NH₂, NH(C₁-C₆)alkyl, or N(C₁-C₆alkyl)(C₁-C₆alkyl);

5 R₂₁ is H, NO₂, C₁-C₆ alkyl, or halogen; and

R₂ is phenyl, phenyl(C₁-C₄) alkyl, C₁-C₆ alkyl, -(C₁-C₄) alkyl-phthalimidyl, -(C₁-C₄) alkyl-piperidinyl, -(C₁-C₄) alkyl-pyrrolidinyl, -(C₁-C₄) alkyl-morpholinyl, wherein the
 10 phthalimidyl, piperidinyl, pyrrolidinyl, or morpholinyl groups are optionally fused to a phenyl ring and wherein said phthalimidyl, piperidinyl, pyrrolidinyl, or morpholinyl groups are, the phenyl portion, or both are optionally substituted with a total of 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy,
 15 -SO₂-(C₁-C₄) alkyl (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy; wherein b is 0, 1, or 2.

25. A compound according to claim 21, wherein

L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;

20 Q is indolyl, -phenyl-C(O)-phenyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indoliziny, benzofuranyl, -indolyl-(C₁-C₄)alkyl-phenyl, dibenzo[b,d]furan, or dibenzothienyl, each of which is optionally substituted with 1, 2, 3, or 4 groups that are independently C₁-C₆ alkyl, C₁-C₄ alkoxy, carbonyl, C₁-C₆
 25 alkoxy, halogen, haloalkyl, haloalkoxy, NR₆R₇, or phenyl; wherein

R₆ and R₇ are independently H, C₁-C₆ alkyl, phenyl(C₁-C₆)alkyl, alkanoyl, phenyl(C₁-C₄)alkanoyl, alkoxy, carbonyl, pyridyl, carbonyl, pyrrolidinyl, carbonyl,
 30 or -SO₂-phenyl, wherein the cyclic groups are optionally substituted with 1, 2, 3, or 4 groups that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy, NO₂, OH, NH₂, NH(C₁-C₆)alkyl, N(C₁-C₆)alkyl(C₁-C₆)alkyl, CF₃ or OCF₃.

35

26. A compound according to claim 25, wherein
R₂ is -(C₁-C₄) alkyl-phthalimidyl, -(C₁-C₄) alkyl-piperidinyl, -
(C₁-C₄) alkyl-pyrrolidinyl, -(C₁-C₄) alkyl-morpholinyl,
wherein the phthalimidyl, piperidinyl, pyrrolidinyl, or
5 morpholinyl groups are optionally fused to a phenyl ring
and wherein said phthalimidyl, piperidinyl, pyrrolidinyl,
or morpholinyl groups are, the phenyl portion, or both are
optionally substituted with a total of 1, 2, 3, or 4 groups
that are independently halogen, C₁-C₄ alkyl, C₁-C₄ alkoxy,
10 -SO₂-(C₁-C₄) alkyl (C₁-C₄)haloalkyl, or (C₁-C₄)haloalkoxy.

27. A compound according to claim 26, wherein
L₃ is a bond, -O-(C₁-C₄)alkyl, or -(C₁-C₄) alkyl-;
Q is indolyl, -benzofuranyl-(C₁-C₄) alkyl-phenyl, indolizinyll,
15 benzofuranyl, -indolyl-(C₁-C₄)alkyl-phenyl, or
dibenzo[b,d]furan, each of which is optionally substituted
with 1, 2, 3, or 4 groups that are independently C₁-C₆
alkyl, C₁-C₄ alkoxycarbonyl, C₁-C₆ alkoxy, halogen, CF₃ or
OCF₃.

20

28. A pharmaceutical composition comprising a compound
according to claim 1 and at least one pharmaceutically
acceptable solvent, carrier, excipient or adjuvant.

25 29. A method of treating diabetes in a patient needing
such treatment comprising administering a compound of claim 1 or
a pharmaceutical composition of claim 28.

30 30. A compound according to claim 1 selected from the
group consisting of

{[4'-[3-(benzylamino)imidazo[1,2-a]pyridin-2-yl]biphenyl-4-
yl]oxy}(phenyl)acetic acid;

{[4'-(5-methyl-1H-indol-1-yl)biphenyl-4-yl]oxy}(phenyl)acetic
acid;

({4'-[3-(butylamino)imidazo[1,2-a]pyridin-2-yl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
 methyl ({4'-[(2-benzoylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
 methyl ({4'-[(2-benzylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
 methyl ({4'-[(9H-fluoren-2-yloxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
 methyl ({4'-[(3-benzoylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetate;
 ({4'-[(3-benzoylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
 ({4'-[(2-benzoylphenoxy)methyl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
 2-{{4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl}oxy}-3-phenylpropanoic acid;
 {{4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy}(phenyl)acetic acid;
 [4-(1-benzyl-1H-indol-6-yl)phenoxy](phenyl)acetic acid;
 ({4'-[10-(ethoxycarbonyl)pyrido[1,2-a]indol-3-yl]biphenyl-4-yl}oxy)(phenyl)acetic acid;
 {{4'-(1-benzofuran-2-yl)biphenyl-4-yl}oxy}(phenyl)acetic acid;
 {{4'-(1H-indol-1-yl)biphenyl-4-yl}oxy}(phenyl)acetic acid;
 methyl {{4'-(1-benzyl-1H-indol-6-yl)biphenyl-4-yl}oxy}(phenyl)acetate;
 4-(4'-Dibenzofuran-4-yl-biphenyl-4-yl)-4-oxo-2-(3-trifluoromethyl-benzyl)-butyric acid
 {{4'-(1-benzyl-1H-indol-6-yl)biphenyl-4-yl}oxy}(phenyl)acetic acid;
 {{4'-(1-benzyl-1H-indol-5-yl)biphenyl-4-yl}oxy}(phenyl)acetic acid;
 2-{{4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}oxy}propanoic acid;
 N-{{4'-(1-butyldolizidin-2-yl)biphenyl-4-yl}sulfonyl}phenylalanine;
 N-{{4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl}sulfonyl}phenylalanine;
 N-benzyl-N-{{4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl}sulfonyl}glycine;

({[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}amino)(phenyl)acetic acid;
 (2R)-2-([4'-(1-butylindolizin-2-yl)biphenyl-4-yl]oxy)-3-phenylpropanoic acid;
 (2S)-2-([4'-(1-butylindolizin-2-yl)biphenyl-4-yl]oxy)-4-phenylbutanoic acid;
 ({4'-[(2-butyl-1-benzofuran-3-yl)methyl]biphenyl-4-yl]oxy)(phenyl)acetic acid;
 ethyl N-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl)-N-methylphenylalaninate;
 N-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl)-N-methylphenylalanine;
 ethyl N-([4'-(1-butylindolizin-2-yl)biphenyl-4-yl]carbonyl)phenylalaninate;
 N-([4'-(1-butylindolizin-2-yl)biphenyl-4-yl]carbonyl)phenylalanine;
 {[2'-(1,3-benzoxazol-2-yl)-1,1':4',1''-terphenyl-4-yl]oxy}(phenyl)acetic acid;
 ({4'-[(2-butyl-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl]oxy)(phenyl)acetic acid;
 methyl {[4'-(1-butylindolizin-2-yl)biphenyl-4-yl]sulfonyl}(phenyl)acetate;
 N-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]carbonyl)phenylalanine;
 N-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]carbonyl)-N-methylphenylalanine;
 {[4'-(1-butylindolizin-2-yl)biphenyl-4-yl]sulfonyl}(phenyl)acetic acid;
 ({[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]carbonyl}amino)(phenyl)acetic acid;
 2-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]oxy)propanoic acid;
 {[4'-(1-butylindolizin-2-yl)biphenyl-4-yl]amino}(phenyl)acetic acid;
 N-([4'-[(2-butyl-1-benzofuran-3-yl)methyl]biphenyl-4-yl]sulfonyl)-N-methylphenylalanine;
 N-([4'-[(2-butyl-1-benzofuran-3-yl)methyl]biphenyl-4-yl]carbonyl)-N-methylphenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]carbonyl}-N-methylvaline;

2-benzyl-4-[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]-4-oxobutanoic acid;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]phenylalanine;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]-N-methyl-L-phenylalanine;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]-N-methyl-D-phenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)-3-fluorobiphenyl-4-yl]sulfonyl}phenylalanine;

{[4'-(1-benzothien-2-yl)biphenyl-4-yl]oxy}(phenyl)acetic acid;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]-N-(4-nitrobenzoyl)-L-phenylalanine;

[(4'-dibenzo[b,d]furan-4-yl)biphenyl-4-yl]oxy}(phenyl)acetic acid;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)-3-fluorobiphenyl-4-yl]sulfonyl}-N-methylphenylalanine;

[(4'-butyl-1,1':4',1''-terphenyl-4-yl)oxy](phenyl)acetic acid;

N²-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]glutamine;

4-[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]-2-[2-(1,3-dioxo-1,3-dihydro-2H-isoindol-2-yl)ethyl]-4-oxobutanoic acid;

[(4'-[(2-benzyl-7-fluoro-1-benzofuran-3-yl)carbonyl]biphenyl-4-yl]oxy}(phenyl)acetic acid;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]methionine;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]serine;

N-[4'-(2-benzyl-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]alanine;

N-{4'-[(2-benzyl-7-ethoxy-1-benzofuran-4-yl)methyl]-3-nitrobiphenyl-4-yl}phenylalanine;

N-[4'-(2-benzyl-4-fluoro-1-benzofuran-3-yl)-3-nitrobiphenyl-4-yl]phenylalanine;

2-benzyl-4-[4'-(2-benzyl-1-benzofuran-3-yl)-3,5-dimethylbiphenyl-4-yl]-4-oxobutanoic acid;

2-benzyl-4-[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-3-yl]-4-oxobutanoic acid;

2-benzyl-4-[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-2-yl]-4-oxobutanoic acid;

N-{4'-(2-benzyl-1-benzofuran-3-yl)-3-[(phenylacetyl)amino]biphenyl-4-yl}phenylalanine;

4-[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]-2-[4-(methylsulfonyl)benzyl]-4-oxobutanoic acid;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-4-fluorophenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-4-fluoro-N-methylphenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-3-fluorophenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-3-fluoro-N-methylphenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-N-ethyl-4-fluorophenylalanine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}leucine;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}alanine;

2-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl)amino)butanoic acid;

4-(4-Dibenzofuran-4-yl-phenyl)-4-oxo-2-(3-trifluoromethylbenzyl)-butyric acid;

N-{[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}-N-[3-(trifluoromethyl)benzyl]leucine;

2-([4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl)[3-(trifluoromethyl)benzyl]amino)butanoic acid;

methyl 4-(4'-dibenzo[b,d]furan-4-ylbiphenyl-4-yl)-4-oxo-2-[3-(trifluoromethyl)benzyl]butanoate;

[4'-{[(9-oxo-9H-fluoren-1-yl)oxy]methyl}biphenyl-4-yl]oxy] (phenyl)acetic acid;

methyl {[4'-(1-benzofuran-2-yl)biphenyl-4-yl]oxy} (phenyl)acetate;

{[4'-[3-(butylamino)imidazo[1,2-a]pyridin-2-yl]biphenyl-4-yl]amino} (phenyl)acetic acid;

{[4'-(1-benzothien-3-yl)biphenyl-4-yl]oxy} (phenyl)acetic acid;

methyl {[4'-(1-benzyl-1H-indol-5-yl)biphenyl-4-yl]oxy} (phenyl)acetate;

ethyl ({[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]sulfonyl}amino)(phenyl)acetate;
 methyl 2-(4-benzo[b]naphtho[2,3-d]furan-11-ylphenoxy)propanoate;
 3-({[4'-(2-benzyl-1-benzofuran-3-yl)biphenyl-4-yl]carbonyl}amino)butanoic acid;
 N-{[4'-(5-methyl-1H-indol-1-yl)biphenyl-4-yl]carbonyl}phenylalanine;
 N-{[4'-(1H-indol-1-yl)biphenyl-4-yl]carbonyl}-L-phenylalanine;
 N-(3'-fluoro-3-nitro-1,1':4',1''-terphenyl-4-yl)phenylalanine;
 2-benzyl-4-[4'-(1H-indol-1-yl)biphenyl-4-yl]-4-oxobutanoic acid;
 2-[4'-(2-Benzyl-benzofuran-3-yl)-3-nitro-biphenyl-4-ylamino]-3-phenyl-propionic acid;
 4-(4'-dibenzo[b,d]furan-4-ylbiphenyl-4-yl)-4-oxo-2-[3-(trifluoromethyl)benzyl]butanoic acid;
 [(4'-dibenzo[b,d]thien-4-ylbiphenyl-4-yl)oxy](phenyl)acetic acid;
 2-[4'-(2-Benzyl-benzofuran-3-yl)-3-fluoro-biphenyl-4-sulfonylamino]-3-phenyl-propionic acid;
 2-([4'-(2-Benzyl-benzofuran-3-yl)-3-fluoro-biphenyl-4-sulfonyl]-methyl-amino)-3-phenyl-propionic acid;
 4-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-yl]-2-[2-(1,3-dioxo-1,3-dihydro-isoindol-2-yl)-ethyl]-4-oxo-butyric acid;
 2-Benzyl-4-[4'-(2-benzyl-benzofuran-3-yl)-3,5-dimethyl-biphenyl-4-yl]-4-oxo-butyric acid;
 2-Benzyl-4-(4'-indol-1-yl-biphenyl-4-yl)-4-oxo-butyric acid;
 2-Benzyl-4-[4'-(2-benzyl-benzofuran-3-yl)-biphenyl-3-yl]-4-oxo-butyric acid;
 2-Benzyl-4-[4'-(2-benzyl-benzofuran-3-yl)-biphenyl-2-yl]-4-oxo-butyric acid;
 4-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-yl]-2-(4-methanesulfonyl-benzyl)-4-oxo-butyric acid;
 2-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonylamino]-3-(4-fluoro-phenyl)-propionic acid;
 2-([4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonyl]-methyl-amino)-3-(4-fluoro-phenyl)-propionic acid;
 2-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonylamino]-3-(3-fluoro-phenyl)-propionic acid;
 2-([4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonyl]-methyl-amino)-3-(3-fluoro-phenyl)-propionic acid;

2-{{[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonyl]-ethyl-amino}-3-(4-fluoro-phenyl)-propionic acid;

2-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonylamino]-4-methyl-pentanoic acid;

2-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonylamino]-propionic acid;

2-[4'-(2-Benzyl-benzofuran-3-yl)-biphenyl-4-sulfonylamino]-butyric acid;

2-(4'-Dibenzofuran-4-yl-biphenyl-4-sulfonylamino)-3-phenyl-propionic acid;

(4'-Dibenzofuran-4-yl-biphenyl-4-sulfonylamino)-phenyl-acetic acid;

2-{{[4-(2-Dibenzofuran-4-yl-thiazol-4-yl)-benzenesulfonyl]-ethyl-amino}-3-phenyl-propionic acid;

(4'-Dibenzofuran-4-yl-biphenyl-4-ylmethoxyimino)-phenyl-acetic acid;

3-(4'-Dibenzofuran-4-yl-biphenyl-4-ylmethoxyimino)-3-phenyl-propionic acid;

[4'-(5-Chloro-indol-1-yl)-biphenyl-4-yloxy]-phenyl-acetic acid;

(3-Chloro-4'-dibenzofuran-4-yl-biphenyl-4-yloxy)-phenyl-acetic acid;

(4'-Dibenzofuran-4-yl-2-methyl-biphenyl-4-yloxy)-phenyl-acetic acid;

(4'-Dibenzofuran-4-yl-3-fluoro-biphenyl-4-yloxy)-phenyl-acetic acid;

(2-Chloro-4'-dibenzofuran-4-yl-biphenyl-4-yloxy)-phenyl-acetic acid; and

(4'-Dibenzofuran-4-yl-2-trifluoromethyl-biphenyl-4-yloxy)-phenyl-acetic acid.